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Hearing Date: TBD, if necessary
Hearing Time: TBD, if necessary
Objection Date: TBD, if necessary

And

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**SEARS HOLDINGS CORPORATION, et.
al.,**

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

Jointly Administered

**ORACLE’S REQUEST FOR ALLOWANCE AND PAYMENT
OF A CHAPTER 11 ADMINISTRATIVE EXPENSE CLAIM**

Oracle America, Inc., successor in interest to PeopleSoft, Inc., Maxymiser, Inc. Responsys, Inc. and Global Logistics Technologies, Inc. (“Oracle”), a creditor and contract counter-party in the above-captioned Chapter 11 cases, requests allowance and payment of a Chapter 11 administrative expense in the amount of \$2,528,521.60 pursuant to sections 503(a) and (b) of the Bankruptcy Code (the “Administrative Request”) for post-petition goods and services to debtors Sears Holdings Corporation, *et al.* (“Debtors”).

1. On October 15, 2018 (the “Petition Date”), the above-captioned case was filed and an order directing joint administration was entered shortly thereafter.

2. On October 15, 2019, the Court entered its order [CM-ECF No. 5370] (the “Confirmation Order”) which, among other things, confirmed the *Modified Second Amended*

Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors [CM-ECF No. 4476] (the “Plan”). Among other things, the Confirmation Order adopts the Administrative Expense Claims Consent Program, which is described in detail at paragraphs 52 through 58 of the Confirmation Order.

3. The deadline for Holders of Administrative Expense Claims (as defined in the Plan) to opt in to or opt out of the Administrative Expense Claims Consent Program is November 18, 2019, at 4:00 p.m. (ET). Thus, Oracle files this Administrative Request in order to ensure its Administrative Request is considered timely.

4. Oracle is a licensor of computer software and provides software-related products, technical support, maintenance, educational materials, and programs, as well as cloud-based services, which Oracle often customizes to meet the customer’s specific needs.

5. Debtors owe Oracle no less than \$2,528,521.60 for the products and services which Oracle provided to the Debtors after the Petition Date, as evidenced by the spreadsheet attached hereto as **Exhibit A**, which summarizes the outstanding invoices (“Invoices”), which are attached hereto as **Exhibit B**.

6. Oracle has also filed general unsecured claims which include some, but not all, of the Invoices. Oracle is not seeking a duplicative recovery by asserting both its general unsecured claims and making this Administrative Request.

7. Rather, Oracle advances both types of claim to ensure its right to reimbursement for all amounts it is owed is preserved, pending final allowance and characterization of Oracle’s claims.

WHEREFORE, Oracle respectfully requests allowance and payment of an administrative expense to Oracle in an amount of not less than \$2,528,521.60, and reserves its rights to supplement the Administrative Request if additional unpaid administrative amounts accrue.

Dated: November 15, 2019
Lake Success, New York

Respectfully submitted,

By: /s/ Amish R. Doshi
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Attorneys for Oracle America, Inc.

CERTIFICATE OF SERVICE

I, Amish R. Doshi, hereby certify that on November 15, 2019, I served a copy of *Oracle America, Inc. 's Request For Allowance And Payment Of Chapter 11 Administrative Expenses* on the parties listed on the attached service list by the methods specified below. In addition, the parties entitled to receive notice by the Court's CM-ECF system were sent an email notification of such filing by the Court's CM-ECF System.

/s/ Amish R. Doshi_____

Amish R. Doshi

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